

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

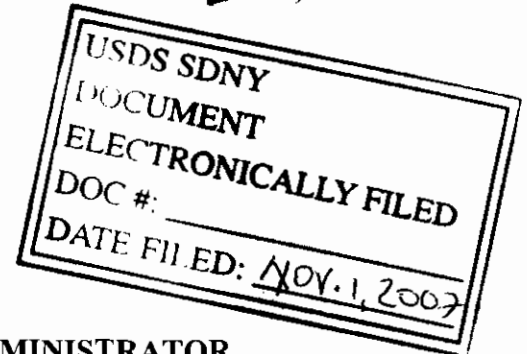
Plaintiff,

v.

THE BISYS GROUP, INC.,

Defendant.

RJS
07 Civ. 4010 (KMK)



~~PROPOSED~~ ORDER TO APPOINT TAX ADMINISTRATOR

The Court having reviewed the Securities and Exchange Commission's motion to appoint Damasco & Associates as tax administrator and for good cause shown,

IT IS HEREBY ORDERED:

1. Damasco & Associates is appointed as tax administrator to execute all income tax reporting requirements, including the preparation and filing of tax returns, with respect to funds under this Court's jurisdiction in this case (the "Distribution Fund").

2. Damasco & Associates shall be designated the tax administrator of the Distribution Fund, pursuant to section 468B(g) of the Internal Revenue Code (IRC), 26 U.S.C. § 468B(g), and related regulations, and shall satisfy the administrative requirements imposed by those regulations, including but not limited to (a) obtaining a taxpayer identification number, (b) filing applicable federal, state, and local tax returns and paying taxes reported thereon out of the Distribution Fund, and (c) satisfying any information, reporting, or withholding requirements imposed on distributions from the Distribution Fund. The tax administrator shall contemporaneously provide copies of all such filings to the Commission's counsel of record and to the defendant's counsel of record.

3. The tax administrator shall, at such times as the tax administrator deems necessary to fulfill the tax obligations of the Distribution Fund, request that the Commission's counsel of record file with the Court a motion, supported by the tax administrator's declaration of the amount of taxes due, to transfer funds from the Distribution Fund on deposit with the Court to pay any tax obligations of the Distribution Fund.

4. The tax administrator shall be entitled to charge reasonable fees for tax compliance services and related expenses. The tax administrator shall, at such times as the tax administrator deems appropriate, submit a declaration of fees and expenses to the Commission's counsel of record and to the defendant's counsel of record. Except as provided in paragraph 5, below, the Commission shall thereafter submit a motion to the Court seeking an order requiring the defendant to pay the fees and expenses submitted by the tax administrator. Upon approval by the Court, the defendant shall pay for the tax administrator's fees and expenses. No fees or expenses may be paid absent the Court's prior approval.

5. At least ten (10) days before any motion to pay fees and expenses is filed with the Court, the tax administrator shall provide the Commission's counsel of record and the defendant's counsel of record with a draft of the supporting declaration for review. If the Commission or defendant has any objections to any of the fees and expenses submitted by the tax administrator, the tax administrator and the Commission's or defendant's counsel shall attempt to resolve them on a consensual basis. If a consensual resolution is not reached, the Commission may submit with the motion any objections along with the tax administrator's response thereto.

Dated: 11/1/07


UNITED STATES DISTRICT JUDGE